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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

KENNETH L. SCHROEDER,

Defendant.

CASE NO. C 07-3798-JW (HRL)

**DECLARATION OF CALE P. KEABLE
IN SUPPORT OF SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP'S
OPPOSITION TO KENNETH L.
SCHROEDER'S MOTION TO COMPEL**

Date: September 9, 2008

Time: 10:00 a.m.

Courtroom: 8

Judge: Magistrate Judge Howard R. Lloyd

DECLARATION OF CALE P. KEABLE

I, Cale P. Keable, declare:

1. I am an attorney duly licensed to practice law in the Commonwealth of Massachusetts and the State of Rhode Island and am an associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"). My home office is Skadden's Boston, Massachusetts office. Skadden represented the Special Committee ("SC") of the Board of Directors of KLA-Tencor Corporation ("KLA" or the "Company"). I have personal knowledge of the facts set forth below and could competently testify thereto.

2. I graduated from law school in 2001 and have worked on several internal investigations since then. I have attended over a dozen witness interviews in connection with those investigations.

3. In August 2006, I was asked to take notes at an interview of a former KLA senior executive in connection with an investigation of KLA's stock option granting practices being conducted by the SC. The interview was scheduled to take place on August 31, 2006, in Skadden's Boston office.

4. In order to familiarize myself with the investigation, I reviewed general background material regarding the investigation and key documents that had been identified by the Skadden team as potential topics of the interview. I reviewed these documents prior to attending the interview.

5. In addition, prior to the interview, I spoke with Timothy Miller, a partner in Skadden's San Francisco office, at which time he reviewed certain key facts and legal issues with me and discussed the status of the investigation. Mr. Miller also explained that following the interview, I would be responsible for drafting a memorandum of the interview.

6. My primary responsibility at the SC interview in which I participated was to record information provided or observations made by the witness, which, in my judgment, were of importance to the investigation and relevant to a further understanding of the option granting practices at KLA.

7. My review of key documents and conversation with Mr. Miller about the case informed my participation in the interview in which I participated. I relied on my understanding of important facts and applicable legal theories to determine, in my judgment, the relevant facts to be recorded.

8. After the conclusion of the SC interview, I used my notes and recollections to prepare a memorandum. I circulated a draft of the memorandum to Mr. Miller for his review and incorporated into the memorandum any comments I received. To my knowledge, neither my notes nor any drafts of the interview memorandum were seen or adopted by the witness.

9. The notes I took at the SC interview are not verbatim transcriptions, and I did not understand the purpose of my participation in the interviews to be to create verbatim transcriptions. I did not share my notes with anyone outside of Skadden. To my knowledge, none of my notes have ever been seen or reviewed by anyone outside of Skadden.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 3~~4~~ day of July, 2008, in Boston, Massachusetts.

Let P/A Knot

Cale P. Keable